

P990000007303

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001 (3)

From: Account Name : PARCORP SERVICES, LTD.
Account Number : 19990000011
Phone : (708) 974-1284
Fax Number : (708) 974-1298

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**STATE OF FLORIDA
ARTICLES OF INCORPORATION OF
CD LENDING CORP.**

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TALLAHASSEE, FLORIDA**

FIRST: The corporate name that satisfies the requirements of Section 607.04(1) is:
"CD LENDING CORP."

SECOND: The street address of the initial principal office of the corporation shall be P.O. Box 2363, Pompano Beach, Florida 33061 and the mailing address of the corporation shall be the same.

THIRD: The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

FOURTH: The number of shares the corporation is authorized to issue is 1,000 shares of common stock having No Par Value per share.

FIFTH: The street address of the initial registered office of the corporation is 526 E. Park Avenue, Tallahassee, FL 32301, and the name of its initial registered agent at such address is: **NRAI Services, Inc.**

SIXTH: This corporation is to exist perpetually.

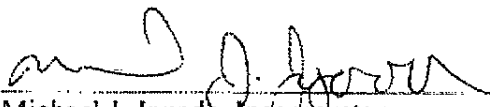
SEVENTH: The number of Directors constituting the initial Board of Directors of the Corporation is One (1), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the Shareholders or until their successors are elected and qualify are:

Kimberly Ann Small, 11210 Curry Dr., Pampano Beach Gardens, FL 33418

EIGHTH: The name and street address of the incorporator to these Articles of Incorporation:

Michael J. Jagoda: 11018 Southwest Highway, Palos Hills, IL 60465

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of January, 1999.


Michael J. Jagoda, Incorporator

Preparer Info:

Michael J. Jagoda
11018 Southwest Hwy.
Palos Hills, IL 60465
Phone: 708-974-1284

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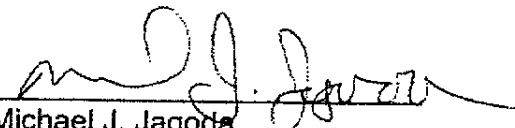
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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

CD LENDING CORP.

Acceptance by the Registered Agent as required in section 607.0501 (3)
F.S.: **NRAI SERVICES, INC.**, is familiar with and accepts the obligations
provided for in Section 607.0505.

Dated: January 25, 1999

BY 
Michael J. Jagoda
Assistant Secretary

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